

Exhibit A

(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 7
)	
ALLHERE EDUCATION, INC.,)	Case No. 24-11841 (LSS)
)	
Debtor.)	
)	Related D.I.

**ORDER APPROVING MOTION OF GEORGE L. MILLER, CHAPTER 7 TRUSTEE,
FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 2004 AND LOCAL RULE
2004-1 COMPELLING RECORDS FROM GUSTO, INC.**

Before this Court is the Motion (the “Motion”)¹ of George L. Miller, the Chapter 7 Trustee (the “Trustee”) of the estate of the above-captioned Debtor, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure and Rule 2004-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, for an order (the “Order”) directing Gusto, Inc. (“Gusto”) to produce to the Trustee certain payroll, tax and other records related to the Debtor. The Court has reviewed the Motion and found that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (c) notice of the Motion was sufficient under the circumstances; and the Court has further determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Gusto is directed and ordered to produce to the Trustee and/or his professionals the following documents and information:
 - (i) All payroll registers detailed all wages and related tax withholdings, and deduction

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

- break down by employee and all employer taxes for each payroll period processed during 2022, 2023, and 2024;
- (ii) Copies of all quarterly and annual federal and state tax filings for 2022, 2023, and 2024;
- (iii) Evidence of any tax payments remitted by Gusto on behalf of the Debtor for each pay period, including each tax deposit and/or each tax filing;
- (iv) Copies of all Forms W-3 and W-2 for 2022, 2023, and 2024; and
- (v) Debtor's account information to access the Gusto platform;

3. Gusto shall produce the foregoing documents and information within seven (7) days of the entry of this Order, or such other date as is agreed to by the Trustee. Moreover, Gusto is directed and ordered to produce other or additional information and documents as the Trustee may later request (after first consulting with Gusto). The Trustee is permitted to issue discovery requests and subpoenas to the extent necessary to accomplish the discovery authorized by this Order.

4. To the extent necessary, the Trustee's rights are reserved to request additional documents or testimony under Bankruptcy Rule 2004 based on any information that may be revealed as a result of the documents or testimony provided or discovered pursuant to or as a result of this Order, or otherwise.

5. This Order shall be effective immediately upon entry on the Court's docket.

6. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order, including, without limitation, any disputes regarding discovery, or any subpoena issued pursuant to this Order, which may arise between or among the parties, and to interpret, implement and enforce the provisions of this Order.